RECORDATION NO. W182 FILED

APR 06 2016 -11:39 AM

SURFACE TRANSPORTATION BOARD

April 1, 2016

Via Federal Express

Chief, Section of Administration Office of Proceedings Surface Transportation Board 395 E. Street SW Washington, DC 20423-0001

RE:

RECORDATION OF DOCUMENTS - WATERCRAFT

OWNER/LESSOR:

CITIZENS ASSET FINANCE, INC.

CHARTERER/LESSOR:

OHIO POWER COMPANY

Dear Section Chief:

We represent Citizens Asset Finance, Inc. the owner and lessor of the vessels described below, which have been chartered to Ohio Power Company as lessee/charterer. Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is an original and one counterpart of a Memorandum of Master Bareboat Charter, dated as of March 31, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document does not contain a hereafter acquired clause.

The names and address of the parties to the document are as follows:

OWNER:

CITIZENS ASSET FINANCE, INC.

480 Jefferson Blvd., Mail Stop RJE150,

Warwick, Rhode Island 02886

CHARTERER:

Ohio Power Company

c/o American Electric Power Service Corporation

1 Riverside Plaza

Columbus, Ohio 43215 Attention: Treasurer (a) A description of the equipment covered by the charter evidenced by the document follows:

The bareboat charter covers five pushboats, the M/V Capt. R.L. Carter, Jr., O/N 575825, M/V D&R Boney, O/N 575824, M/V Leonard L. Whittington, O/N 575826, M/V Capt. Bill Stewart, O/N 57582, and M/V Capt. John Reynolds, O/N 577912, inclusive (all as more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches, covers, and other appurtenances forming a component part or part of such vessels, and any additions, improvements or replacements thereto, whether now owned or hereafter acquired.

(b) A short summary of the document to appear in the index follows:

Charter Agreement entered on August 31, 2007 ("Bareboat Charter"), and Charter Supplement No. 1 thereto dated August 31, 2007 ("Supplement"), as amended by Amendment to Charter Agreement dated as of June 25, 2010, as assigned by BB&T Equipment Finance Company to Owner by Assignment and Assumption Agreement dated March 31, 2016, the M/V Capt. R.L. Carter, Jr., O/N 575825, M/V D&R Boney, O/N 575824, M/V Leonard L. Whittington, O/N 575826, M/V Capt. Bill Stewart, O/N 57582, and M/V Capt. John Reynolds, O/N 577912, inclusive (all as more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches, covers, and other appurtenances forming a component part or part of such vessels, and any additions, improvements or replacements thereto, whether now owned or hereafter acquired, and all proceeds thereof.

A check in the amount of \$43.00 is being remitted. Please return the recorded a filed copy of the enclosed Memorandum of Bareboat Charter Party to the undersigned at the following address:

Robert P. Thibeaux Carver Darden Koretsky Tessier Finn Blossman & Areaux 1100 Poydras St. Suite 3100 New Orleans, LA

Robert P./Thibeaux

Very truly

RPT:rpt Enclosures

APPENDIX I

Vessels subject to that certain Charter Agreement entered on August 31, 2007 ("Bareboat Charter"), and Charter Supplement No. 1 thereto dated August 31, 2007 ("Supplement"), between RBS Asset Finance Master Owner Trust, a Delaware statutory trust as Lessor and RBS Asset Finance, Inc. as Owner Participant and Ohio Power Company as Charterer, as assigned to BB&T Equipment Finance, Inc. by Assignment and Assumption Agreement dated as of June 25, 2010, as amended by Amendment to Charter Agreement dated as of June 25, 2010 between BB&T Equipment Finance, Inc. and Ohio Power Company, as assigned by BB&T Equipment Finance Company to Owner by Assignment and Assumption Agreement dated March 31, 2016, covering the following vessels:

Name	<u>Official Number</u>
M/V Capt. R.L. Carter, Jr.	575825
M/V D&R Boney	575824
M/V Leonard L. Whittington	575826
M/V Capt. Bill Stewart	575823
M/V Capt. John Reynolds	577912

together with all winches, covers, and other appurtenances forming a component part or part of such vessels, and any additions, improvements or replacements thereto, whether now owned or hereafter acquired, and all proceeds thereof.

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER BAREBOAT CHARTER

between

CITIZENS ASSET FINANCE, INC.

("LESSOR")

and

OHIO POWER COMPANY

("CHARTERER")

MARCH <u>31</u>, 2016

Filed with the Surface Tran	sportation Board pur	suant to
49 U.S.C. §11301 on	, 2016, at	a.m./p.m.
Watercraft Record	lation Number	-

MEMORANDUM OF CHARTER AGREEMENT

This Memorandum of a Charter Agreement is made and entered into as of March <u>3/</u>, 2016, by and between Citizens Asset Finance, Inc. ("Lessor") and Ohio Power Company ("Charterer").

WITNESSETH:

- 1. Pursuant to a Charter Agreement entered on August 31, 2007 ("Bareboat Charter"), and Charter Supplement No. 1 thereto dated August 31, 2007 ("Supplement"), as amended by Amendment to Charter Agreement dated as of June 25, 2010, as assigned by BB&T Equipment Finance Company to Lessor by Assignment and Assumption Agreement dated of even date herewith, Lessor has agreed to furnish to Charterer, and the Charterer has agreed to lease from Lessor, on the terms provided in the Bareboat Charter and Supplement, the United States documented vessels as identified on Appendix 1 attached hereto.
- 2. The Bareboat Charter shall be effective in favor of Lessor as of the date first set forth hereinabove and shall be effective for a term ending on August 31, 2020.
 - 3. This Memorandum may be executed in counterparts.
 - 4. The Bareboat Charter does not contain a "hereafter acquired" clause.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

<u>LESSOR</u> :	CITIZENS ASSET FINANCE, INC.
	By
	Name: Linda Simeone Vice President
	Vice President Title:
<u>CHARTERER</u> :	OHIO POWER COMPANY
	Ву
	Name:
	Title:

MEMORANDUM OF CHARTER AGREEMENT

This Memorandum of a Charter Agreement is made and entered into as of March 31, 2016, by and between Citizens Asset Finance, Inc. ("Lessor") and Ohio Power Company ("Charterer").

WITNESSETH:

- 1. Pursuant to a Charter Agreement entered on August 31, 2007 ("Bareboat Charter"), and Charter Supplement No. 1 thereto dated August 31, 2007 ("Supplement"), as amended by Amendment to Charter Agreement dated as of June 25, 2010, as assigned by BB&T Equipment Finance Company to Lessor by Assignment and Assumption Agreement dated of even date herewith, Lessor has agreed to furnish to Charterer, and the Charterer has agreed to lease from Lessor, on the terms provided in the Bareboat Charter and Supplement, the United States documented vessels as identified on Appendix 1 attached hereto.
- 2. The Bareboat Charter shall be effective in favor of Lessor as of the date first set forth hereinabove and shall be effective for a term ending on August 31, 2020.
 - 3. This Memorandum may be executed in counterparts.
 - 4. The Bareboat Charter does not contain a "hereafter acquired" clause.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:	CITIZENS ASSET FINANCE, INC.
	Ву
	Name:
	Title:
<u>CHARTERER</u> :	OHIO POWER COMPANY
	By BA
	Name: Rever Hanking Title: Assistant Treasuman
•	Title: Assistant Treasumin

STATE OF Rhope Island)) ss.	
me personally known, who being by me dul CITIZENS ASSET FINANCE, INC., a New	, 2016, before me personally appeared Linda Simeone, by sworn, says that he/she is the Vice President, of York corporation, the corporation on that the foregoing ation and he acknowledged that the execution of the said ation.
WA COSTA	NOTARY PUBLIC My commission expires: 42919
is the of OHIC	, 2016, before me personally appeared ally known, who being by me duly sworn, says that he/she of said corporation, and he/she acknowledged that the old deed of said corporation.
	NOTARY PUBLIC
	My commission expires:

) ss.	
COUNTY OF)	
me personally known, who being by me CITIZENS ASSET FINANCE, INC., a N	
	NOTARY PUBLIC
	My commission expires:

STATE OF OHIO) ss.
COUNTY OF FRANKLIN)

STATE OF _____

On this <u>3/</u> day of March, 2016, before me personally appeared Renee V. Hawkins to me personally known, who being by me duly sworn, says that she is the Assistant Treasurer of OHIO POWER COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was free act and deed of said corporation.

NOTARY PUBLIC

My commission exp

David C. House, Attorney At Law NOTARY PUBLIC - STATE OF OHIO My commission has no expiration date Sec. 147.03 R.C.

APPENDIX 1

Vessels subject to that certain Charter Agreement dated August 31, 2007 and the Charter Supplement No. 1 thereto dated August 31, 2007, between as of the date hereof Citizens Asset Finance, Inc. as Lessor and Ohio Power Company as Charterer:

<u>Name</u>	Official Numbers
M/V Capt. R.L. Carter, Jr. M/V D&R Boney M/V Leonard L. Whittington M/V Capt. Bill Stewart M/V Capt. John Reynolds	575825 575824 575826 575823 577912

Together with all winches, covers and appurtenances forming a part or component of such vessels, and also any and all additions, improvements and replacements thereto, or any part thereof, whether now owned or hereafter acquired (collectively, the "Vessels"), and all proceeds thereof.

4823-6648-9647, v. 1